

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
155 North Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**ORDER SUSTAINING DEBTORS' THIRTY-EIGHTH OMNIBUS
OBJECTION TO CLAIMS (DISALLOWANCE OF CERTAIN
QUALIFIED PENSION PLAN AND 401(k) CLAIMS)**

THIS MATTER having come before the Court on the
Debtors' Thirty-Eighth Omnibus Objection to Claims
(Disallowance of Certain Qualified Pension Plan and 401(k)
Claims) (the "Objection"), which requested, among other
things, that the claims specifically identified on Exhibit C

attached to the Objection be disallowed in their entirety for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that certain claimants filed responses (the "Responses"); and it appearing that the relief requested on the Objection is in the best interest of the Debtors, their estates and creditors and other parties-in-interest; and a hearing on the merits on the Responses having been held on November 3, 2009; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is GRANTED.
2. For the reasons set forth in the Objection, the Claims identified on Exhibit A, as attached hereto and incorporated herein, are forever disallowed in their entirety for all purposes in these bankruptcy cases.
3. The Debtors' rights and abilities to object to any claim included in the Objection on any grounds and on any bases are hereby preserved in their entirety.

4. The Debtors shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

Dated: Richmond, Virginia
Nov 12 2009, 2009

/s/ Kevin Huennekens
HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

Entered on docket: Nov 17 2009

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
155 North Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby
certify that the foregoing proposed order has been endorsed
by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

EXHIBIT A

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
ANNA MACCANELLI 482 1/2 S MAIN ST FARMINGTON, IL 61531	14403	Secured: Priority: Administrative 116,136.00 503(b)(9): Unsecured: Total: \$116,136.00	07/01/2009	CIRCUIT CITY STORES, INC. (08-35653)
AUGUSTINE, LAURA 2551 MARTIN AVE LOUISVILLE, KY 40216	13042	Secured: Priority: UNL Administrative 503(b)(9): Unsecured: Total: UNL	05/22/2009	CIRCUIT CITY STORES, INC. (08-35653)
BELL, BEVERLY 3120 CEDAR RIDGE DRIVE RICHARDSON, TX 75082	13571	Secured: Priority: 14,418.00 Administrative 503(b)(9): Unsecured: Total: \$14,418.00	06/19/2009	CIRCUIT CITY STORES, INC. (08-35653)
BENNETT, CONSTANCE LEIGH 1227 C GASKINS RD HENRICO, VA 23238	14149	Secured: Priority: UNL Administrative 503(b)(9): Unsecured: Total: UNL	06/30/2009	CIRCUIT CITY STORES, INC. (08-35653)
BERNADETTE JOHNSON	14274	Secured: Priority: UNL Administrative UNL 503(b)(9): Unsecured: Total: UNL	06/30/2009	CIRCUIT CITY STORES, INC. (08-35653)
BERNADETTE VOLPE 350 GREAT KILLS RD STATEN ISLAND, NY 10308	14433	Secured: Priority: UNL Administrative UNL 503(b)(9): Unsecured: Total: UNL	07/01/2009	CIRCUIT CITY STORES, INC. (08-35653)

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
BYRNE, CHERYL L 16588 WELLINGTON LAKES CIR FT MYERS, FL 33908	1339	Secured: Priority: Administrative 503(b)(9): UNL Unsecured: _____ Total: UNL	12/17/2008	CIRCUIT CITY STORES, INC. (08-35653)
CAROL LOLAUS 4270 JARUIS RD HILLSBORO, MO 63050	13663	Secured: Priority: Administrative 503(b)(9): UNL Unsecured: _____ Total: UNL	06/01/2009	CIRCUIT CITY STORES, INC. (08-35653)
CAROLYN SHOOK PRO SE 5 SYCAMORE DR FLORENCE, KY 41042	14316	Secured: Priority: Administrative UNL 503(b)(9): UNL Unsecured: _____ Total: UNL	07/01/2009	CIRCUIT CITY STORES, INC. (08-35653)
CARRANZA, JORGE 8202 DUOMO CIRCLE BOYNTON BEACH, FL 33472	13429	Secured: Priority: 38,611.20 Administrative 503(b)(9): UNL Unsecured: _____ Total: \$38,611.20	06/19/2009	CIRCUIT CITY STORES, INC. (08-35653)
CHERYL BOTTORFF 701 SUN CREST DR NOKOMIS, FL 34275	14391	Secured: Priority: Administrative 503(b)(9): UNL Unsecured: 36,000.00 Total: \$36,000.00	06/19/2009	CIRCUIT CITY STORES, INC. (08-35653)
CYNTHIA LYNN HOZEN 15969 ATITLAN DR HACIENDA HEIGHTS, CA 91745	13841	Secured: Priority: UNL Administrative 503(b)(9): UNL Unsecured: _____ Total: UNL	06/29/2009	CIRCUIT CITY STORES WEST COAST, INC. (08-35654)

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
DOAR, FRANCES H 118 VILLAGE DR CANTON, GA 39117	5159	Secured: Priority: Administrative 503(b)(9): Unsecured: UNL Total: UNL	01/21/2009	CIRCUIT CITY STORES, INC. (08-35653)
GWENDOLYN M JACOBS 10610 N DOVER PT RD RICHMOND, VA 23238	13242	Secured: Priority: Administrative 503(b)(9): Unsecured: UNL Total: UNL	06/01/2009	CIRCUIT CITY STORES, INC. (08-35653)
HALE WILLIAM E 1321 GAINSBORO DR MARTINSBURG, WV 25403	13922	Secured: Priority: Administrative 503(b)(9): Unsecured: 38,227.00 Total: \$38,227.00	06/29/2009	CIRCUIT CITY STORES, INC. (08-35653)
HALE, WILLIAM 117 DALI CT MARTINSBURG, WV 25403	14020	Secured: Priority: Administrative 503(b)(9): Unsecured: 38,227.00 Total: \$38,227.00	06/29/2009	CIRCUIT CITY STORES, INC. (08-35653)
HANAUER, DONALD 115 ALDER LANE CHRISTIANBURG, VA 24073	8368	Secured: Priority: 57,600.00 Administrative 503(b)(9): Unsecured: Total: \$57,600.00	01/29/2009	CIRCUIT CITY STORES, INC. (08-35653)
JOHNSON, DENISE H 6300 ADKINS RD PROVIDENCE FORGE, VA 23140-2821	13380	Secured: Priority: Administrative 503(b)(9): Unsecured: UNL Total: UNL	06/12/2009	CIRCUIT CITY STORES, INC. (08-35653)

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
KENNETH JOHNSON	14275	Secured: Priority: Administrative UNL 503(b)(9): Unsecured: Total: UNL	06/30/2009	CIRCUIT CITY STORES, INC. (08-35653)
KISKER, RYAN 299 BERKSHIRE AVE BUFFALO, NY 14215	13934	Secured: Priority: Administrative 1,963.43 503(b)(9): Unsecured: Total: \$1,963.43	06/29/2009	CIRCUIT CITY STORES, INC. (08-35653)
KOBER JEAN A 12003 CHURCH RD RICHMOND, VA 23233	13623	Secured: Priority: Administrative UNL 503(b)(9): Unsecured: Total: UNL	06/26/2009	CIRCUIT CITY STORES, INC. (08-35653)
MARIA TERESA RP TURNER 18479 CATTAIL SPRING DR LEESBURG, VA 20176	13871	Secured: Priority: Administrative 233,479.00 503(b)(9): Unsecured: Total: \$233,479.00	06/26/2009	CIRCUIT CITY STORES, INC. (08-35653)
MARK H TURNER 18479 CATTAIL SPRING DR LEESBURG, VA 20176	13495	Secured: Priority: Administrative 158,023.32 503(b)(9): Unsecured: Total: \$158,023.32	06/24/2009	CIRCUIT CITY STORES, INC. (08-35653)
MICHAEL KAEISS 635 NEW RD CHURCHVILLE, PA 18966	13362	Secured: Priority: Administrative UNL 503(b)(9): Unsecured: Total: UNL	06/12/2009	CIRCUIT CITY STORES, INC. (08-35653)

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
MONAHAN, HARRIET J 7570 E SPEEDWAY BLVD NO 446 TUSCON, AZ 85710	1980	Secured: Priority: Administrative 503(b)(9): Unsecured: UNL Total: UNL	12/29/2008	CIRCUIT CITY STORES WEST COAST, INC. (08-35654)
OLAVARRIA, ANNETTE 2031 ORLANDO RD RICHMOND, VA 23224	13603	Secured: Priority: UNL Administrative 503(b)(9): Unsecured: Total: UNL	06/22/2009	CIRCUIT CITY STORES, INC. (08-35653)
PRIOR, JAMES 52 BIRCHWOOD DR HIGHLAND MILLS, NY 10930	13654	Secured: Priority: Administrative 503(b)(9): Unsecured: UNL Total: UNL	06/26/2009	CIRCUIT CITY STORES, INC. (08-35653)
RAFFONE, JAMES 1781 STATE ST 3 HAMDEN, CT 06517-0000	2751	Secured: Priority: 239.44 Administrative 503(b)(9): Unsecured: Total: \$239.44	01/06/2009	CIRCUIT CITY STORES, INC. (08-35653)
SHEILA TAYLOR 12365 CHARWOOD AVE GULFPORT, MS 39503	13352	Secured: Priority: Administrative UNL 503(b)(9): Unsecured: Total: UNL	06/12/2009	CIRCUIT CITY STORES, INC. (08-35653)
TEODORO ROMERO 308 RENEAU WAY HERNDON, VA 20170	13817	Secured: Priority: UNL Administrative 503(b)(9): Unsecured: Total: UNL	06/29/2009	CIRCUIT CITY STORES, INC. (08-35653)

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
TURNER, MARK 18479 CATTAIL SPRING DR LEESBURG, VA 20176	7646	Secured: Priority: 158,023.32 Administrative 503(b)(9): Unsecured: Total: \$158,023.32	01/26/2009	CIRCUIT CITY STORES, INC. (08-35653)
VICTOR NELLO 343 HIRAM AVE NEWBURY PARK, CA 91320	13368	Secured: Priority: Administrative UNL 503(b)(9): Unsecured: Total: UNL	06/15/2009	CIRCUIT CITY STORES, INC. (08-35653)
VICTORIA MOORE 1306 ELM SHADOW DR RICHMOND, VA 23231	14408	Secured: Priority: Administrative 503(b)(9): Unsecured: UNL Total: UNL	07/01/2009	CIRCUIT CITY STORES, INC. (08-35653)

Total: 33 \$890,947.71

* "UNL" denotes an unliquidated claim.

Imaged Certificate of Service Page 11 of 11
CERTIFICATE OF NOTICE

District/off: 0422-7
Case: 08-35653

User: frenchs
Form ID: pdforder

Page 1 of 1
Total Noticed: 1

Date Rcvd: Nov 17, 2009

The following entities were noticed by first class mail on Nov 19, 2009.

aty +Gregg M. Galardi, Skadden Arps Slate Meagher, & Flom LLP, One Rodney Sq., PO Box 636,
Wilmington, DE 19899-0636

The following entities were noticed by electronic transmission.

NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Nov 19, 2009

Signature:

